CARROLL DAVID M

Form 4 April 30, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

Form filed by More than One Reporting

Person

January 31, 2005

0.5

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading CARROLL DAVID M Issuer Symbol WELLS FARGO & (Check all applicable) COMPANY/MN [WFC] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner _X__ Officer (give title Other (specify (Month/Day/Year) below) ONE WELLS FARGO CENTER 04/26/2012 Senior Exec. Vice President (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

CHARLOTTE, NC 28288

(City)	(State)	(Zip) Tal	ole I - Non	-Derivative	Secur	ities Acquire	ed, Disposed of, o	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if TransactiorDisposed of (D) any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock, \$1 2/3 Par Value	04/26/2012		Code V M	Amount 235,973	(D)	Price \$ 13.05	327,163	D	
Common Stock, \$1 2/3 Par Value	04/26/2012		F	152,540	D	\$ 33.84	174,623	D	
Common Stock, \$1 2/3 Par Value	04/27/2012		S	48,700	D	\$ 33.8855 (1)	125,923	D	

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 Common
 Through

 Stock, \$1
 1,070.3316
 I
 401(k)

 2/3 Par
 (2)
 Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Purchase Option	\$ 13.05	04/26/2012		M	235,973	(3)	(3)	Common Stock, \$1 2/3 Par Value	235,973

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CARROLL DAVID M ONE WELLS FARGO CENTER CHARLOTTE, NC 28288

Senior Exec. Vice President

Signatures

David M. Carroll, by Ross E. Jeffries, as Attorney-in-Fact

Date

04/30/2012

**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.87 to \$33.895, inclusive. The reporting person undertakes to provide to Wells Fargo & Company, any security holder of Wells Fargo & Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each seperate price within the ranges set forth in footnote (1) to this Form 4.

Reporting Owners 2

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- (2) Reflects share equivalent of units in Wells Fargo ESOP Fund of 401(k) Plan as of March 30, 2012, as if investable cash equivalents held by Plan were fully invested in Wells Fargo & Company (the "Company") common stock.
- (3) The employee stock options granted will become exercisable in three equal annual installments beginning on February 24, 2010, 2011 and 2012. As a condition to receiving the grant, the reporting person agreed to hold, while employed by the Company and for at least one year after retirement, shares of Company common stock equal to at least 50% of the after-tax shares (assuming a 50% tax rate) acquired upon exercise of these options.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.